

MSA By-Laws
July 23, 2019

MCDONALD SPORTSMENS ASSOCIATION, INC.
BY-LAWS

**MSA By-laws Update
July 23, 2019**

TABLE OF CONTENTS

	PAGE
ARTICLE I – NAME, LOCATION, PURPOSE AND SEAL	
Section A – Name	
Section B – Location	
Section C – Purpose	
Section D – Seal	
ARTICLE II – MEETINGS	
Section A – Regular Meetings	
Section B – Parliamentary Rules	
Section C – Failure to Call Meetings	
Section D – Quorum	
ARTICLE III – OFFICERS	
Section A – Titles	
Section B – Nominations and Elections	
Section C – Vacancy in Office	
ARTICLE IV – DUTIES OF OFFICERS AND DIRECTORS; TERMS OF OFFICE	
Section A – President	
Section B – Vice-President	
Section C – Corresponding Secretary	
Section D – Treasurer	
Section E – Recording Secretary	
Section F – Executive Board/Board of Directors	
Section G – Chief Range Officer	
ARTICLE V – MEMBERSHIP AND DUES	
Section A – Life Member	
Section B – Junior Member	
Section C – Honorary Member	
Section D – Regular Member	
Section E – New Members	
Section F – Senior Members	
Section G – Social Members	
Section H – Special Members	
Section I – Members in Good Standing	
Section J – Guests	
Section K – Conduct of Members	
Section L – Resignation	
Section M – Reinstatements	
Section N – Death of a Member	
Section O – Dues, Workdays and Attendance	
Section P – Maximum Membership	

**MSA By-laws Update
July 23, 2019**

ARTICLE VI – COMMITTEES

- Section A – Committees
- Section B – Range and Safety
- Section C – Finance
- Section D – Match Committees
- Section E – By-Laws Committee

ARTICLE VII – RANGE SAFETY PLAN & NRA RANGE MANUAL

ARTICLE VIII – CONTRACTS

ARTICLE VIV – LEGAL AND FINANCIAL

ARTICLE X – CHANGES IN BY-LAWS

ARTICLE XI – INDEMNIFICATION

ARTICLE XII – VOLUNTARY DISSOLUTION

ARTICLE XIII NO ALCOHOLIC BEVERAGES

**MSA By-laws Update
July 23, 2019**

**ARTICLE I
NAME, LOCATION, PURPOSE AND SEAL**

Section A: Name

The name of this organization shall be “THE MCDONALD SPORTSMEN’S ASSOCIATION, INC.” and, for identification purposes, it will be referred to in these By-laws as the “Club.”

Section B: Location

The real estate ranges, buildings, equipment and other property of this Club are currently located at three locations:

1. The primary site (clubhouse, skeet and trap range/clubhouse; rifle range, pistol range, maintenance garage) is located in Robinson Township, Washington County, Pennsylvania, has a business address of 8699 Cooks Road, McDonald, PA 15057, consists of approximately 168+/- acres and is comprised of three (3) Tax Parcels with the Numbers 550-021-00-00-0016-00, 550-018-00-00-0001-01 and 550-018-00-00-010-00 in the Office of the Recorder of Deeds of Washington County;
2. The archery range (consisting of a residential house and barn) is located at 93 Joe Cain Road, Bulger, PA 15019 and consists of approximately 122 +/- acres. It is identified as Tax Parcel Number 570-009-00-00-0024-00 in the Office of the Recorder of Deeds of Washington County;
3. The Club also owns a certain parcel of undeveloped land located in Findlay Township, Allegheny County consisting of approximately 251 +/- acres and having an address at 213 Clinton Frankfort Road, Imperial, PA 15126. It is known as Tax Parcel Number 1626-J-00262-0000-00 in the Office of the Recorder of Deeds of Allegheny County.

**MSA By-laws Update
July 23, 2019**

Section C: Purpose

The purposes of the Club is:

1. To promote and encourage active participation in the Club;
2. To encourage among its members good fellowship and cooperation in all Club activities, local beagle clubs and adjoining land owners;
3. To cost-effectively own, establish and maintain target ranges and such other recreational facilities as from time to time may be determined to be necessary and expedient for the social enjoyment of its members;
4. To promote, aid and encourage non-partisan policies and legislation in support of the conservation of our natural resources of game, fish, forest and streams;
5. To provide qualified instruction in the lawful and safe use of firearms.

Section D: Seal

The corporate seal shall be round with the name “McDonald Sportsmen’s Association, Inc., McDonald, Pennsylvania” inscribed around the perimeter, and in the center, the word “Seal.”

**ARTICLE II
MEETINGS**

Section A: Regular Meetings

The Club’s regular monthly meetings shall be held at the clubhouse located at the 8699 Cooks Road property on the second Tuesday of each month at 7:30 p.m., unless otherwise determined by the Board of Directors.

Section B: Parliamentary Rules

Robert’s Rules of Order shall be used to conduct and govern all Club meetings.. Meeting minutes shall reflect the reason(s) for any deviation from the protocol and shall note if there is no report for any particular item. Regular meetings shall follow the following protocol:

1. Meeting called to order by saluting the flag
2. Roll call of officers and directors
3. Reading and disposition of any unapproved minutes
4. Read and approve Treasurer’s report
5. Communications and bills
6. Reports of standing committees
7. Reports of special committees
8. Unfinished business
9. New business

**MSA By-laws Update
July 23, 2019**

10. Reception of new members
11. Nomination and elections
12. Announcements
13. Suggestions for the good of the Club
14. Adjournment

Section C: Failure to Call Meetings

If the President or other Officers refuse to call, or fail to call, monthly meetings for three (3) consecutive months, five (5) active members in good standing may call a meeting after giving sixty (60) active members in good standing a ten-day advanced, written notice as to the date, time and place of the proposed meeting.

Section D: Quorum

A quorum for a regular meeting shall be sixty (60) members. A quorum for the Board of Directors shall be eleven (11) members of the Board. A quorum is required to conduct all Club business.

**ARTICLE III
OFFICERS**

Section A: Titles

The Club Officers shall consist of: President, Vice-President, Corresponding Secretary, Treasurer and Recording Secretary.

Section B: Nominations and Elections

Nominations for all positions open for election will open at the regular October monthly meeting and will close prior to the election that will be held at the next regular meeting in November. Election of officers shall be by written ballot at the regular November meeting in bi-annual years. Candidates receiving a simple majority of votes at a valid meeting of voting members in attendance at such meeting shall be declared elected. In the case of a tied vote, the presiding officer may cast the deciding vote, or call for additional balloting.

Officers of the Club must be in good standing and have credit for nine meetings and ten (10) workdays, plus one (1) Club Event (to be determined by the Board of Directors and published to the members in January for the ensuing calendar year) during the previous twelve (12) months at the time of their election to office, and they must remain in good standing through their respective terms in office.

**MSA By-laws Update
July 23, 2019**

Newly elected officers shall take office at the January regular monthly meeting following their election the previous November.

Section C: Vacancy in Office

Any office (with the exception of President) vacated during the year shall be filled for the remainder of the unexpired term of such office by appointment made by a majority vote of the Board of Directors decided by written ballot.

Officers or directors absent from three consecutive meetings, and without a good reason accepted by the Board of Directors, may be removed from office by a majority vote of the Board of Directors decided by written ballot.

**ARTICLE IV
DUTIES OF OFFICERS AND DIRECTORS; TERMS OF OFFICE**

Section A: President

The President shall be the Chief Executive Officer of the Club, shall perform duties that are pertinent to his office, shall enforce the observance of the Club's By-Laws and shall hold monthly meetings as required by the By-Laws, or when deemed necessary as permitted by the By-Laws.

He shall have authority under the direction of the Board of Directors to: (i) direct the work of the Club, (ii) represent the Club in Club-related matters, and (iii) appoint such standing or special committees as may be necessary or desirable, from time to time, in the best interests of the Club. He shall be entitled to attend meetings of any committee, but shall not be entitled to vote at any such meeting. He shall preside at all meetings of the members and perform such other duties, as shall from time to time be required, by the Board of Directors. The President shall vote only in the event of a tie on any resolution or motion. The President, with a quorum of the Board of Directors, shall have the right to close the range for safety reasons up to seven days without calling a membership meeting.

The President shall have the authority to spend up to Five Thousand Dollars (\$5,000.00) per month for any single invoice, up to a maximum total spending limit of Seven Thousand Five Hundred Dollars (\$7,500.00) per month, without prior approval, for normal and ordinary expenses of the Club. Such amounts shall be reviewed and adjusted, if so determined, by the Board of Directors each year at the Board's January meeting. Any adjustment to this spending authority must be approved by a simple majority vote of the active members in good standing in attendance when the vote to approve such authority adjustment is taken.

MSA By-laws Update
July 23, 2019

Section B: Vice-President

It shall be the duty of the Vice-President to assist the President in his duties and to preside in his absence. If the office of the President should become vacant, the Vice-President shall hold the office of President for the duration of the unexpired term until a new President is elected and ready to take office under the By-Laws. The Vice-President shall serve as the Chairman of the Board of Directors at the Board's monthly meetings.

Section C: Corresponding Secretary

It shall be the duty of the Corresponding Secretary to conduct all official correspondence of the Club, unless otherwise directed by the President; to maintain a record of all Club business in the Club files, to keep a roll of members in good standing and to mail out notices of meetings to all members; to keep a record of all members who participate in workdays, to keep a record of members who attend meetings, and to possess and affix the Corporate Seal as required.

Section D: Treasurer

It shall be the duty of the Treasurer to have custody of all funds and supervise the financial activities of the Club; to keep a full and accurate record of all receipts and expenditures, and to make disbursements as authorized by the Club. He shall make a report of the Club funds at every regular monthly meeting, or when the Board of Directors request a financial report. Treasurer is the Chairman of the Finance Committee.

Section E: Recording Secretary

It shall be the duty of the Recording Secretary to keep a record of the minutes of all meetings in a book provided for that purpose.

Section F: Board of Directors

AUTHORITY. The affairs and property of the Club shall be under the control and management of twenty-one (21) members in good standing (consisting of the five (5) Officers and sixteen (16) members) who are hereby designated as the Board of Directors. The Board shall in all matters represent and act for the Club, shall have power to make and enforce rules regulating the use of the Clubhouse, property and grounds, and the conduct of members and others within the Clubhouse and on the Club grounds, and to fix and enforce penalties for the violation of said rules. It shall have authority to make all contracts, purchases and payments, and incur expenses and borrow money, in managing and operating the Club and in maintaining the Clubhouse and grounds, as it deems necessary or proper. In general, the Board shall have management and control of the affairs, funds and property of the Club. The Board shall have authority to levy assessments upon members, and to determine the initiation fees and annual dues payable by members. [The Board shall have discretionary authority to spend up to Twenty-Five Thousand Dollars \(\\$25,000.00\) in any month in excess of the discretionary spending authorized in Section A above, not to exceed Fifty Thousand Dollars \(\\$50,000\) in a calendar year, for unforeseen, extraordinary or emergency expenses.](#)

MSA By-laws Update
July 23, 2019

ELECTION AND TERMS. The members of the Board shall be elected to serve a term of three (3) years; provided, however, that at the first election of said Board, the sixteen (16) non-Officer members shall be elected as follows: five (5) members elected during year one; five (5) members elected shall be elected in year two and six (6) members shall be elected in year three. The Club Corresponding Secretary shall maintain records of the terms of each Director and when their respective terms expire.

NOMINATIONS. The Board shall, at least thirty (30) days prior to the November meeting at which new Directors are to be elected, shall nominate candidates for the office of Director for the ensuing three (3) years in place of those whose terms are about to expire and shall place them in nomination by announcing their names at the regular monthly meeting in October. Other candidates may be proposed in writing by ten (10) members in good standing of the Club, and they may likewise be placed in nomination at the November meeting as a write-in nominee. No other persons than those so nominated, who must be members in good standing, shall be considered at the annual meeting.

VACANCIES. If a vacancy occurs on the Board for any cause, a majority of the remaining Directors shall have power to elect a Director to fill such vacancy, who shall hold office for the full unexpired term of his predecessor and until his successor be duly elected and qualified.

MEETINGS. Regular meetings of the Board shall be held monthly on the second Tuesday of each month at seven o'clock (7:00) p.m. at the Clubhouse, or with such frequency and on such other day, time or place as may be set by the Board at a meeting; provided, however, that if the date, time or place of a regular meeting shall be different from that set forth herein, at least five (5) days' notice shall be given to the members of the Board. Special meetings shall be held on the call of the President or any three (3) members of the Board upon twenty-four (24) hours' notice. One or more Directors may participate in any meeting of the Board by means of the Internet, conference telephone or similar electronic or other communications equipment by means of which all persons participating in the meeting can hear each other. A Director's participation in a meeting by any such means of communication constitutes presence in person at the meeting. If a resolution has been adopted by the Board affecting a member of the Club or a candidate for membership in the Club, such action shall not be reconsidered by the Board unless notice in writing of such reconsideration shall have been sent by the Corresponding Secretary to each member of the Board at least one week prior to any such reconsideration.

QUORUM. Eleven (11) members of the Board shall constitute a quorum at all meetings of the Board.

REMOVAL. A member's membership on the Board may be terminated for good cause, as determined by the Board, upon the consent of a majority of all of the members of the Board, and the Recording Secretary shall note the same in the minutes of the Board. The Board may then fill such vacancy in accordance with the provisions of the By-Laws of the Club.

**MSA By-laws Update
July 23, 2019**

Section G: Chief Range Safety Officer

A fully credentialed (NRA certification) Chief Range Safety Officer shall be appointed by a majority of the Board of Directors upon application of qualified individuals. He shall be responsible for the enforcement of the Range Safety Plan. The Chief Range Safety Officer shall serve an indefinite term, or until he resigns or his NRA certification lapses or is revoked. He shall be a non-voting ad hoc member of the Board of Directors and shall attend regular meetings of the Board of Directors to deliver a monthly report to the Board. He shall be excused from the Board meeting at the conclusion of his report and any discussion thereof.

Section H: Information, Technology & Security Officer

The Information, Technology & Security Officer (“ITSO”) shall be appointed by a majority of the Board of Directors upon application of qualified individuals. He shall be responsible for the maintenance of the Club’s digital, electronic and physical systems, including security and surveillance systems, and such other systems as may be authorized by the Board of Directors, from time to time. The ITSO shall serve an indefinite term at the discretion of the Board of Directors, or until he resigns or is replaced by the Board of Directors. He shall be a non-voting, ad hoc member of the Board of Directors and shall attend regular meetings of the Board to deliver a monthly report. He shall be excused from the Board meeting at the conclusion of his report and any discussion thereof.

**ARTICLE V
MEMBERSHIP AND DUES**

Section A: Life Member

Any member in good standing may be awarded a Life Membership by the members upon recommendation of the Board of Directors as of the year following eligibility. “Eligibility” for Life Member status shall be established as follows:

1. After paying dues for fifteen years as a Regular Member and being retired; or
2. Upon becoming disabled; or
3. If a member has been a Regular Member for twenty-five (25) consecutive years; or
4. If a member has rendered extraordinary service to the Club, as determined by a majority vote of the Board of Directors.

A Life Member shall have voting privileges.

Dues, ~~and~~ workdays and club event attendance are not required.

Section B: Junior Member

MSA By-laws Update
July 23, 2019

A Junior Member is one under 18 years of age. He must be sponsored by a Regular or Life Member. He will be permitted the use of the Club only with the supervision of an adult member in good standing and shall be subject to the rules and regulations as may be established by the Board of Directors, from time to time. He shall pay dues and initiation fees as established by the Board of Directors for this classification. A Junior Member will not have voting privileges or be issued or permitted keys or access cards. Upon reaching the age of eighteen (18), and having been a Junior Member in good standing for twelve (12) months, a Junior Member shall automatically become a Regular Member, with all rights, duties, obligations and benefits attending to a Regular Member.

Section C: Honorary Member

Certain individuals deserving of this honor may be nominated and elected by the members at any time during the year for a period of one year. This honorary membership may be renewed. An Honorary member has no voting privileges. Honorary Members should be reviewed yearly in January. Honorary Members are required to abide by then-current Club rules. Keys or access cards will be issued upon payment of required fee and orientation.

Section D: Regular Member in Good Standing (Active)

A Regular Member in Good Standing is one who is eighteen or more years of age and a member of the NRA (unless grandfathered), or other similar organization approved by the Board of Directors. He shall pay dues and initiation fees as established by the Board of Directors for this classification. He shall attend meetings and workdays based on the requirement set by the Board. Regular Members in Good Standing shall have full voting privileges.

Section E: New (Provisional) Members

Applicants for membership may be sponsored by a Regular member in good standing, or a Life Member. After a one-year provisional period, the New Provisional Member's application for approval as a Regular Member in good standing will be submitted to the members for approval by secret ballot at a regular meeting. Rejection of a New Provisional Member will be by 1/3 plus one vote of those voting members in good standing attending the meeting. Note: the names of the incoming New Members will be read at the meeting prior to the vote being taken, along with his attendance and activity participation. Applications will be presented to the Board of Directors for review to assure qualifications have been met, one month prior to the meeting where a membership vote will be taken to accept the proposed New Provisional Member as a Regular Member. New Provisional Members will not have voting privileges.

All New Members must receive a copy of the club's by-laws, range safety plan and an orientation by the Chief Range Safety Officer before keys or access passes may be issued.

NRA or Other Approved Organization Membership: Effective April 12, 1991, all New Provisional Members must join and/or maintain membership in the National Rifle

MSA By-laws Update
July 23, 2019

Association, or a similar organization that is formally organized to support the Second Amendment of the United States Constitution, as approved by a majority of the Board of Directors. Any member who terminates his NRA (or other similar organization approved by the Board of Directors) membership for any reason shall automatically be terminated as a member of the Club as of the date of termination of his approved organization membership.

Dues: Dues shall be established by the Board of Directors. If a New Provisional Member is not admitted as a Regular Member after the one-year probation period, his dues will not be refunded.

Initiation fee: Initiation fee shall be established by the Board of Directors. This amount is payable after the one-year probation period and after the Acceptance vote to become a Regular Member is held. Initiation fees are payable within 60 days. After 60 days, if the initiation fee remains unpaid, the member will be dropped from the roster and will be required to reapply.

Background Check: All New (Provisional) Members must provide proof of a successful background check, including, but not limited to: concealed carry permit; TSA Pre-Check; Department of Defense; Child supervision; etc. as approved by the Board of Directors.

Section F: Senior Members

Senior Members must be 65 years of age and retired from full-time employment, with seven (7) years consecutive membership in good standing. Senior members shall have voting privileges and such reduced dues and other benefits as shall be established, from time to time, by the Board of Directors.

Section G: Non-Active Member

A Non-Active Member is one who pays dues set by the Board of Directors for the permitted uses by the Non-Active Member of the Club's facilities. A Non-Active Member is encouraged to join the Club as a Regular Member.

A Non-Active Member is encouraged to participate in Club meetings and related matters. A Non-Active Member shall not have any voting privileges.

A Non-Active Member who has met the requirements for being a Regular Member may switch to Regular Member status.

Section H: Special Member

MSA By-laws Update
July 23, 2019

A Special Member is one who: (i) has a minimum of eighty (80) work days, plus one (1) Club Event, and approved by a 2/3 vote (14 Directors) of the Board of Directors, shall receive free dues for a period of twelve (12) months. A Special member shall have voting privileges.

Section I: Members in Good Standing

Regular Members and Senior Members in good standing are those who have paid their dues by January 1 of each year (there is a 30-day grace period from January 1), maintain active membership in the NRA (unless grandfathered), or a similar organization that supports the Second Amendment to the United States Constitution (as approved by a majority of the Board of Directors), and comply with all other requirements as set by the Board of Directors (including regular workday requirements and Club event days requirements). Life Members and Special Members must maintain active membership in the NRA (unless grandfathered) or similar approved organization.

Only these members in good standing:

1. shall have the privilege of voting; and
2. can nominate new members.
3. Those Regular or Junior Members in good standing entering the active military service of the United States shall have status as a paid-up Regular Member until one year after discharge.

Section J: Guests

All guests (defined as “any non-member”) must be accompanied by the host member at all times while the guest is present on any Club property. The host member shall be responsible for the guest’s compliance with all Club rules and regulations.

Section K: Conduct of Members

SUSPENSION OR TERMINATION. If any member shall be charged in writing addressed to the Board by any other member with conduct (including the violation of any By-Laws or Rules of the Club, or any improper use of the Club or its property).

by the member or any immediate family member or guest of the member injurious to the good order, welfare, safety, good reputation or character of the Club or its members, or if the Board shall become cognizant of such conduct, the Board shall give written notice to the member charged specifying the nature of the charge. If after inquiry, and after giving the person so charged an opportunity to be heard, the Board shall be satisfied with the truth of the charge, it may reprimand, fine or terminate such member or suspend him or her for a period of time, or, if it sees fit, may accept his or her resignation. A two-thirds (2/3) vote of the entire membership of the Board shall be required to terminate or suspend a member.

MSA By-laws Update
July 23, 2019

EMERGENCY SUSPENSION. Notwithstanding the hearing requirement set forth above, the Board may immediately suspend the rights and privileges of a member when, in its sole discretion, the Board determines that such person's conduct, if repeated, would pose a threat to the welfare and safety of the Board, the Club's members, guests, or the general public, or that the time period involved in complying with the hearing procedure would render such hearing procedure ineffective to address or prevent a recurrence of such person's conduct within such time period. In that event, the member involved shall have the right to appeal the suspension. To perfect this right, a written notice of appeal must be received by the Board within ten (10) days after the date of suspension. If such a suspension is appealed, the Board shall give the member an opportunity to be heard. If such a suspension is not appealed, the Board shall review the facts surrounding the suspension to determine the length of the suspension or if further disciplinary action is necessary.

Section L: Resignation

Any member wishing to withdraw from the Club must submit a resignation in writing to the Corresponding Secretary. This resignation shall be effective only when accepted by the Board of Directors.

Section M: Reinstatements

Members in good standing who resign may be reinstated upon reapplication to the Corresponding Secretary, approval by 2/3 of the Board of Directors and upon payment of the full year's dues for the current calendar year. This pertains only to members who resign. Initiation fees are not charged to reinstated members.

Section N: Death of a Member

Any member or member's spouse or immediate family member (children, spouse, mother or father) who dies shall receive a memorial from the Club not to exceed the maximum amount set by the Board of Directors.

Section O: Dues, Workdays and Attendance

Dues: Dues shall be established by the Board of Directors for each year. Dues for the calendar year become payable on January 1, with a thirty-day grace period. If payment has not been received by February 1, the Corresponding Secretary shall notify the member that he is suspended; reinstatement may be obtained only by reapplication to the Corresponding Secretary within fifteen days, payment of dues for the calendar year, plus the reinstatement charge established by the Board of Directors. There shall be no dues for the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The fiscal year shall be from January 1 to December 31 of each year.

**MSA By-laws Update
July 23, 2019**

Workdays/Club Events: Workday requirements shall be established each January by the Board of Directors. A workday shall consist of four (4) hours or, at the discretion of the officer in charge, for a time period less than four (4) hours. A workday may also be earned at the discretion of a majority of the Board of Directors (e.g. raffle tickets). Anyone donating materials or other in-kind contributions to the Club, when authorized and approved by a majority vote of the Board of Directors, will be credited with one or more workdays as determined by the Board of Directors. Donations must be approved at the sole discretion of the Board of Directors.

A “Club Event” shall be defined and identified by the Board of Directors at the January regular meeting for the ensuing calendar year. If a member signs-up to work a Club Event, such member must work the event; the member may not participate in the event. The Board of Directors shall approve all Club Event time records before credit for working a Club Event is awarded.

Attendance: Anyone sick or working afternoon shift upon notification of officers prior to meeting will be given credit for attendance, if approved by a member of the Board of Directors.

Section P: Maximum Membership

Maximum Club membership shall be determined at the January meeting by a two-third (2/3) vote of the Board of Directors.

**ARTICLE VI
COMMITTEE**

Section A: Committees

The President shall, by and with the advice and consent of the Board, appoint such committees as he shall deem proper. The Board may delegate to such committees such of its duties, powers and authorities as it deems proper and in accordance with applicable law.

The President and Treasurer of the Club shall be ex-officio members of all committees of the Club.

All committees shall be under the control of the Board. All committees will serve at the pleasure of the Board, will be subject to the supervision and authority of the Board, and may act only as specifically authorized by the Board.

Each committee shall have the power to formulate its own rules of procedure, determine the time and place of its meetings and the purpose for calling such meetings, provided that no such rule shall be inconsistent with the provisions of these By-Laws. A majority of the members of each committee shall constitute a quorum for the transaction of the business of such committee. Each committee has the authority to create subcommittees. Each committee shall prepare and submit minutes of each meeting to the Board within seven (7) days of a committee (or subcommittee) meeting.

MSA By-laws Update
July 23, 2019

Section B: Range and Safety Committee

Responsible for operation and safety of all shooting ranges and programs. All Shoot Directors are required to sit on the Range and Safety Committee. The Chief Range Safety Officer shall be the Chair of the Range and Safety Committee.

Section C: Finance Committee

Has custody of and is responsible for the accounting of all Club revenues and expenses. The Treasurer shall chair the Finance Committee. The Finance Committee may establish such terms of engagement for an independent third-party audit of the Club's books, records and operations at least tri-annually, as the Committee shall determine. The Committee may also engage an independent review of the Club's books and records at such times and frequency as the Committee may determine, with the advice and approval of the Board of Directors. The Finance Committee shall be comprised of the Treasurer, as Chair, and three (3) active members in good standing who shall be elected in November for a one (1) year term. The Committee shall issue a financial report to the Board of Directors within thirty (30) days of the end of each quarter.

Section D: Match Committees

Match directors must turn in official score sheets, monthly reports of all funds collected, expenses and payouts at each regular meeting.

Match directors are to have no more than \$100.00 in their possession for start-up costs. If more is needed, a request should be made to the Treasurer at the regular monthly meeting.

All funds are to be turned in to the Finance Committee at the next Regular monthly Club meeting, or sooner, as may otherwise be determined by the Finance Committee. Match directors shall be issued a receipt for all monies turned in to the Committee. Match Directors shall complete such forms as are established by the Board of Directors that account for all funds collected and submitted to the Finance Committee. The Match Director shall sign such form and two (2) members who participated in the event shall witness the Match Director's signature.

Section E: By-Laws

The Board of Directors shall appoint a committee of no less than five (5), nor more than seven (7) Members in good standing to review the By-Laws on a bi-annual basis or more frequently as determined by a 2/3 vote of the Board of Directors.

**MSA By-laws Update
July 23, 2019**

**ARTICLE VII
RANGE SAFETY PLAN & NRA RANGE MANUAL**

The Range Safety Plan and NRA Range Manual shall govern the operation and safety of all Club shooting ranges.

**ARTICLE VIII
CONTRACTS**

All contracts, except those that may be authorized by Article IV, Section A and F, must be approved by a vote of two-thirds (2/3) of the Board of Directors. All contracts must be presented to the membership and be voted on by the membership at regular meetings and receive a majority vote of the members in good standing in attendance at such meeting for approval.

The President, one (1) Director, and one (1) Regular Member in good standing are required to sign all contracts the Club enters into, except those that may be authorized by Article IV, Section A and F. The ~~Director~~ and Regular Member must be different on each contract.

No contract or transaction between the Club and one or more of its members, Directors or officers, or between the Club and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the member, Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because such member's or members' votes are counted for such purpose, if: (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; (b) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, if any, and the contract or transaction is disclosed or is known to the members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such members; or (c) the contract or transaction is fair as to the Club as of the time it is authorized, approved or ratified by the Board or the members. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified above. The Board (by a majority vote) shall have the discretion to appoint one or more agents to negotiate contracts on behalf of the Club. An agent shall have no authority to sign a contract or any agreement that purports to bind the Club.

**ARTICLE IX
LEGAL AND FINANCIAL**

Internal Auditors, three (3) in number, shall be elected or appointed by a majority of members in good standing in attendance at the November Regular Meeting. If the membership is unable to elect three (3) internal auditors, a majority of the Board of Directors shall appoint the three (3) internal auditors. The internal auditors shall serve for a one (1) year term. Internal Auditors must be members in good standing. Auditors will audit the Club's books and records for the

**MSA By-laws Update
July 23, 2019**

immediately prior calendar year and submit its report to the Board of Directors at the June meeting.

**ARTICLE X
CHANGES IN THE BY-LAWS**

These By-Laws may be adopted, amended or repealed at any regular or special meeting of the members. The authority to adopt, amend and repeal any provision in the By-Laws is expressly vested with the Board of Directors and requires a two-thirds (2/3) vote of the Board for passage.

Members shall be notified in advance of any proposed change to the By-Laws. All proposed changes shall, after the approval by the Board, be read for three (3) consecutive meetings before they may be considered ready for voting. Any action taken by the Board pursuant to this Article shall be presented to the voting members for a vote. The voting members must approve the Board's actions by a two-thirds (2/3) vote of the voting members attending the meeting. If approved by two-thirds (2/3) of the members attending the meeting, the By-Law changes shall then become official. Any changes to the By-Laws should be put into a resolution and should be highlighted in the minutes in the color red.

**ARTICLE XI
INDEMNIFICATION**

The Club shall indemnify any Officer or Director of the Club who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Club) by reason of the fact that he is or was a representative of the Club, or is or was serving at the request of the Club, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Club and with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful, unless any such payments are prohibited by any law.

**ARTICLE XII
VOLUNTARY DISSOLUTION**

The Board of Directors, by a unanimous vote of the Board (21 Directors), may adopt a Resolution recommending that the Club be dissolved voluntarily. If the Board so approves a resolution to Dissolve, such Resolution shall be mailed to all Members entitled to vote ninety (90) days in advance of the meeting to be held for the Members to vote on such Resolution. After this notification period, the Board shall submit the Resolution of Dissolution to a vote of all the members entitled to vote. If more than seventy-five percent (75%) of all the members entitled to vote approve the Resolution to Dissolve, the Resolution shall be deemed to have passed.

After appropriate notice of the approval of the Resolution to Dissolve is provided to interested parties, the Club will promptly convert Club assets into cash and discharge all liabilities,

**MSA By-laws Update
July 23, 2019**

including any federal, state and local income or other taxes that may be due and payable. Any remaining surplus shall be distributed among the voting Members, per capita.

**ARTICLE XIII
NO ALCOHOLIC BEVERAGE**

No alcoholic beverages are permitted on Club property without approval of the Board of Directors.

**ARTICLE XIV
MISCELLANEOUS**

. Applicable Law. All questions concerning the construction, validity, and interpretation of these By-laws and the performance of the obligations imposed by these by-laws shall be governed by the internal law, not the law of conflicts, of the Commonwealth of Pennsylvania.

Section Titles. The headings herein are inserted as a matter of convenience only and do not define, limit, or describe the scope of these By-laws or the intent of the provisions hereof.

Jurisdiction and Venue. Any suit involving any dispute or matter rising under these By-laws may only be brought in any Pennsylvania State Court having jurisdiction over the subject matter of the dispute or matter. All Members hereby consent to the exercise of personal jurisdiction by any such court with respect to any such proceeding.

Terms. Common nouns and pronouns shall be deemed to refer to the masculine, feminine, neuter, singular and plural, as the identity of the Person may in the context require.